

WT 05-24

FCC 603

**FCC Wireless Telecommunications Bureau  
Application for Assignments of Authorization  
and Transfers of Control**

Approved by OMB  
3060 - 0800  
See instructions for  
public burden estimate  
Submitted 12/08/2004  
at 06:05PM

File Number:  
**0001963881**

**1) Application Purpose: Transfer of Control**

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

File Number:

2b) File numbers of related pending applications currently on file with the FCC:

**Type of Transaction**

3a) Is this a *pro forma* assignment of authorization or transfer of control? **No**

3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. **No**

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.

6) Are attachments being filed with this application? **Yes**

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **No**

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? **Sale or other assignment or transfer of stock**

If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: **Voluntary**

**Licensee/Assignor Information**

10) FCC Registration Number (FRN): **0011670551**

11) First Name (if individual):

MI:

Last Name:

Suffix:

12) Entity Name (if not an individual): **AWS License Newco, LLC**

13) Attention To: **Kellye E. Abernathy**

14) P.O. Box:

And / Or

15) Street Address: **17330 Preston Road, Suite 100A**

16) City: **Dallas**

17) State: **TX**

18) Zip Code: **75252**

19) Telephone Number: <b>(972)733-2092</b>	20) FAX Number: <b>(972)733-8141</b>
21) E-Mail Address:	

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information (for transfers of control only)**

23) FCC Registration Number (FRN): <b>0004979233</b>			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): <b>Cingular Wireless LLC</b>			
26) P.O. Box:	And / Or	27) Street Address: <b>17330 Preston Road, Suite 100A</b>	
28) City: <b>Dallas</b>	29) State: <b>TX</b>	30) Zip Code: <b>75252</b>	
31) Telephone Number: <b>(972)733-2092</b>	32) FAX Number: <b>(972)733-8141</b>		
33) E-Mail Address:			

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name: <b>David</b>	MI: <b>G</b>	Last Name: <b>Richards</b>	Suffix:
35) Company Name: <b>Cingular Wireless LLC</b>			
36) P.O. Box:	And / Or	37) Street Address: <b>5565 Glenridge Connector, Suite 1700</b>	
38) City: <b>Atlanta</b>	39) State: <b>GA</b>	40) Zip Code: <b>30342</b>	
41) Telephone Number: <b>(404)236-5543</b>	42) FAX Number: <b>(404)236-5575</b>		
43) E-Mail Address:			

**Assignee/Transferee Information**

44) The Assignee is a(n): <b>Corporation</b>			
45) FCC Registration Number (FRN): <b>0007414907</b>			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): <b>Triton PCS Holdings, Inc.</b>			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: <b>Charles H. Kallenbach</b>			
51) P.O. Box:	And / Or	52) Street Address: <b>1100 Cassatt Road</b>	
53) City: <b>Berwyn</b>	54) State: <b>PA</b>	55) Zip Code: <b>19312</b>	
56) Telephone Number: <b>(610)722-4280</b>	57) FAX Number: <b>(610)722-4288</b>		
58) E-Mail Address: <b>ckallenbach@tritonpcs.com</b>			

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: <b>Christina</b>	MI: <b>H</b>	Last Name: <b>Burrow</b>	Suffix:
60) Company Name: <b>Dow Lohnes &amp; Albertson, PLLC</b>			
61) P.O. Box:	And / Or	62) Street Address: <b>1200 New Hampshire Avenue, NW, Suite 800</b>	
63) City: <b>Washington</b>	64) State: <b>DC</b>	65) Zip Code: <b>20036</b>	
66) Telephone Number: <b>(202)776-2687</b>	67) FAX Number: <b>(202)776-2222</b>		
68) E-Mail Address: <b>cburrow@dlalaw.com</b>			

### Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	<b>No</b>
70) Is the Assignee or Transferee an alien or the representative of an alien?	<b>No</b>
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	<b>No</b>
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<b>No</b>
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	<b>No</b>

### Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	<b>No</b>
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	<b>No</b>
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	<b>No</b>
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	<b>No</b>

### 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

### Fee Status

79) Is the applicant exempt from FCC application fees? <b>No</b>
80) Is the applicant exempt from FCC regulatory fees? <b>Yes</b>

**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293(1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

Typed or Printed Name of Party Authorized to Sign

81) First Name: **Carol**

MI: **L**

Last Name: **Tacker**

Suffix:

82) Title: **VP-Asst. Gen. Counsel & Corp. Secretary**

Signature: **Carol L Tacker**

83) Date: **12/08/04**

**Assignee/Transferee Certification Statements**

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*

\*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

**Typed or Printed Name of Party Authorized to Sign**

84) First Name: **David**

MI: **D**

Last Name: **Clark**

Suffix:

85) Title: **Exec. VP & CFO, Triton Mgmt. Co., Inc.**

Signature: **David D Clark**

86) Date: **12/08/04**

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**Authorizations To Be Assigned or Transferred**

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Frequency Number	92) Lower or Center Frequency (MHz)	93) Upper Frequency (MHz)	94) Constructed Yes / No	95) Assignment Indicator
WPOU284	CF						Yes	
WPOU285	CF						Yes	
WPOU287	CF						Yes	
WPOU288	CF						Yes	
WPOU291	CF						Yes	
WPOU292	CF						Yes	
WPOU293	CF						Yes	
WPOU294	CF						Yes	
WPOU296	CF						Yes	
WPOU297	CF						Yes	
WPOU300	CF						Yes	
WPOU301	CF						Yes	
WPOU302	CF						Yes	
WPOU303	CF						Yes	
WPOU304	CF						Yes	
WPOU305	CF						Yes	
WPOU306	CF						Yes	
WPOU307	CF						Yes	
WPOU311	CF						Yes	
WPOU312	CF						Yes	
WPOU313	CF						Yes	
WPOU314	CF						Yes	
WPOU315	CF						Yes	
WPOU316	CF						Yes	
WPOU317	CF						Yes	
WPOU318	CF						Yes	
WPOU320	CF						Yes	
WPOU321	CF						Yes	
WPOU323	CF						Yes	
WPOU325	CF						Yes	
WPOU326	CF						Yes	
WPOU327	CF						Yes	
WPOU328	CF						Yes	
WPOU331	CF						Yes	
WPOU332	CF						Yes	
WPOU333	CF						Yes	

[illegible]

WPWU636	CF	Yes
WPWU637	CF	Yes
WPWU658	CF	Yes
WPXD345	CF	Yes
WPXD372	CF	Yes
WPXD373	CF	Yes
WPXD377	CF	Yes
WPXD397	CF	Yes
WPXD398	CF	Yes
WPXD401	CF	Yes
WPXD405	CF	Yes
WPXD406	CF	Yes
WPXD980	CF	Yes
WPXD981	CF	Yes
WPXD982	CF	Yes
WPXE208	CF	Yes
WPXG668	CF	Yes
WPXH551	CF	Yes
WPXP344	CF	Yes
WPXP589	CF	Yes
WPXP590	CF	Yes
WPYT752	CF	Yes
WQAG775	CF	Yes
KNLF249	CW	Yes
KNLF986	CW	Yes
KNLG202	CW	Yes
WPOJ806	CW	Yes
WPOJ825	CW	Yes
WQBN424	CW	Yes
WQBN903	CW	Yes

**FCC Form 603  
Schedule A**

**Schedule for Assignments of Authorization  
and Transfers of Control in Auctioned Services**

Approved by OMB  
3060 - 0800  
See instructions for  
public burden  
estimate

**Assignments of Authorization**

**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information** (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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**3) Certification Statements****For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**Transfers of Control****4) Licensee Eligibility** (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

**Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

**Attachment List**

Attachment Type	Date	Description	Contents
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Other	12/08/04	Exhibit 1 - Description of Transaction	<a href="#"><u>0179807885677835312945066.pdf</u></a>
Other	12/08/04	Attachment A	<a href="#"><u>0179807895677835312945066.pdf</u></a>
Other	12/08/04	Attachment B	<a href="#"><u>0179807905677835312945066.pdf</u></a>

**DESCRIPTION OF TRANSACTION &  
PUBLIC INTEREST STATEMENT**

This filing is one of two related applications whereby Cingular Wireless LLC ("Cingular") and Triton PCS Holdings, Inc. ("Triton") (collectively, "the Parties") seek Commission consent to exchange broadband Personal Communications Services ("PCS") licenses and ancillary microwave authorizations. Specifically, the Parties seek consent to transfer control of (i) Triton License Newco, LLC ("Triton Newco"), and the PCS licenses it holds, from Triton to Cingular; and (ii) AWS License Newco, LLC ("AWS Newco"), and the PCS and ancillary common carrier fixed point-to-point microwave licenses it holds, from Cingular to Triton. For the reasons set forth below, the Parties respectfully submit that Commission approval of the proposed transaction would serve the public interest, convenience and necessity.

**Description of Transaction**

The instant applications represent the final step in a multi-step transaction whereby Cingular proposes to acquire 30-50 MHz of PCS spectrum in BTAs located in Virginia (the "Virginia Licenses") and Triton proposes to acquire 20-27.5 MHz of PCS spectrum in BTAs located in North Carolina, Puerto Rico, and the U.S. Virgin Islands (the "Multi-Area Licenses").<sup>1</sup> The PCS spectrum involved in each transfer of control application follows.

*Application 1 (ULS File No. 0001963881) (Lead Application). Transfer of Control of AWS License Newco, LLC from Cingular Wireless LLC to Triton PCS Holdings, Inc.*

Call Sign	Licensed Areas to be Transferred (BTA No.)	Block	Frequencies (MHz)	License Grant Date	5-Yr Build-Out File Number	Build-Out Notification Grant Date
WQBN903	Burlington, NC (062) Charlotte, NC (074) Greensboro, NC (174) Raleigh, NC (368)	A/20	1850-1860/1930-1940	10/28/04	0000181887	08/09/00
WPOJ825	San Juan, PR (488)	C/15	1895-1902.5/1975-1982.5	06/30/99	0000618725	01/24/02
WPOJ806	Mayaguez, PR (489)	C/15	1895-1902.5/1975-1982.5	06/30/99	0000618692	01/24/02
KNLF986	San Juan, PR (488)	F/10	1890-1895/1970-1975	04/28/97	0000862212	05/22/02
KNLG202	Mayaguez, PR (489)	F/10	1890-1895/1970-1975	04/28/97	0000866893	06/03/02
KNLF249	US Virgin Islands (491)	A/7.5	1860-1863.75/1940-1943.75	06/23/99	0000182691	08/09/00

<sup>1</sup> In an earlier step of this transaction, Triton and Cingular exchanged assets and subscriber contracts in the markets at issue. At the same time, pending Commission approval of the instant applications, Cingular commenced interim operations on the spectrum associated with the Virginia Licenses, and Triton commenced interim operations on the spectrum associated with the Multi-Area Licenses, pursuant to spectrum manager leasing arrangements. See ULS File Nos. 0001940030, 0001940113.

Call Sign	Licensed Areas to be Transferred (BTA No.)	Block	Frequencies (MHz)	License Grant Date	5-Yr Build-Out File Number	Build-Out Notification Grant Date
WQBN424	US Virgin Islands (491)	A/20	1850-1860/1930-1940	10/28/04	0000182619	08/09/00

*Application 2 (ULS File No. 0001963918). Transfer of Control of Triton License Newco, LLC from Triton PCS Holdings, Inc. to Cingular Wireless LLC*

Call Sign	Licensed Areas to be Transferred (BTA No.)	Block	Frequencies (MHz)	License Grant Date	5-Yr Build-Out File Number	Build-Out Notification Grant Date
WPOI204	Charlottesville, VA (075) Fredericksburg, VA (156) Harrisonburg, VA (183) Winchester, VA (479)	B/20	1870-1880/1950-1960	12/19/1997	0000181858	08/09/00
WPOI206	Danville, VA (104) Lynchburg, VA (266) Martinsville, VA (284) Richmond, VA (374) Roanoke, VA (376) Staunton, VA (430)	A/20	1850-1860/1930-1940	12/19/1997	0000181858	08/09/00
WPOI244	Norfolk, VA (324)	A/20	1850-1860/1930-1940	11/17/1998	0000181858	08/09/00
WPOK627	Fredericksburg, VA (156)	C/10	1895-1900/1975-1980	09/29/1999	0000715665	01/25/02
WPOK639	Lynchburg, VA (266)	C/10	1905-1910/1985-1990	09/29/1999	0000715666	01/25/02
WPOK644	Martinsville, VA (284)	C/15	1895-1902.5/1975-1982.5	09/29/1999	0000715667	01/25/02
WPOK660	Staunton, VA (430)	C/15	1895-1902.5/1975-1982.5	09/29/1999	0000715669	01/25/02
WPUZ357	Charlottesville, VA (075)	C/10	1895-1900/1975-1980	03/06/2000	0000544865	09/26/01
WPUZ358	Winchester, VA (479)	C/10	1895-1900/1975-1980	03/06/2000	0000544867	09/26/01
WPWH949	Norfolk, VA (324) Richmond, VA (374) Roanoke, VA (376)	A/10	1860-1865/1940-1945	10/08/2002	0000182596	08/09/00
WPWL459	Fredericksburg, VA (156)	C/20	1900-1910/1980-1990	09/13/2002	0000715665	01/25/02
WPWL460	Danville, VA (104)	C/20	1895-1905/1975-1985	09/13/2002	0000715664	01/25/02
WPWL462	Lynchburg, VA (266)	C/20	1895-1905/1975-1985	09/13/2002	0000715666	01/25/02

The financial, technical and legal qualifications of Cingular and Triton are a matter of public record.<sup>2</sup> FCC Form 602 ownership information for each of Cingular and Triton is also on file with the Commission.<sup>3</sup>

<sup>2</sup> See, e.g., *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation*, WT Docket No. 04-70, *Applications of Triton PCS License Company, LLC, AT&T Wireless PCS, LLC, and Lafayette Communications Company, LLC*, WT Docket No. 04-323, *Memorandum Opinion and Order*, FCC 04-255 at ¶¶ 38 n.160, 48 (rel. Oct. 26, 2004) (finding that Cingular's manager has the requisite character qualifications to hold a license and that an assignment of licenses to Triton's subsidiary was in the public interest) ("*AWS/Cingular Merger Order*"); see also *Applications for Consent to the Assignment of Licenses Pursuant to Section 310(d) of the Communications Act from NextWave Personal Communications, Inc., Debtor-in-Possession, and NextWave Power Partners, Inc., Debtor-in Possession, to subsidiaries of Cingular Wireless LLC*, WT Docket 03-217, *Memorandum*

### Public Interest Statement

Section 310(d) of the Communications Act of 1934, as amended (“the Act”), requires that the Commission determine whether the transaction presented herein is consistent with the public interest, convenience and necessity.<sup>4</sup> To make that assessment, the Commission generally considers four factors: “(1) whether the transaction would result in the violation of the Act or any other applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission’s implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits.”<sup>5</sup> As part of its public interest analysis, the Commission reviews whether the transaction will have anti-competitive effects and, if so, whether there are overriding public interest benefits that would support a grant.

The Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission’s rules nor frustrate or undermine policies and enforcement of the Act, do not require extensive review and expenditures of considerable resources by the Commission.<sup>6</sup> The instant applications meet this standard.<sup>7</sup>

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*Opinion and Order*, 19 F.C.C.R. 2570, 2583 (2004); *Wireless Telecommunications Bureau Grants Consent for the Assignment of Licenses to AT&T Wireless Services, Inc., Cingular Wireless LLC, Meriwether Communications LLC, and Skagit Wireless, LLC*, Public Notice, 18 F.C.C.R. 9975 (WTB 2003).

<sup>3</sup> See 47 C.F.R. §§ 1.919, 1.2112(a).

<sup>4</sup> Section 310(d) provides that “no construction permit, or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any matter . . . to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby.” 47 U.S.C. § 310(d).

<sup>5</sup> *Applications of SBC Communications Inc. and BellSouth Corp.*, 15 F.C.C.R. 25459, 25463-64 (WTB/IB 2000) (citation omitted); *Applications of Ameritech Corp. and SBC Communications Inc.*, 14 F.C.C.R. 14712, 14737-38 (1999) (“*Ameritech-SBC Order*”); see also *EchoStar Communications Corp., (a Nevada Corp.), Gen. Motors Corp., and Hughes Electronics Corp. (Delaware Corp.) (Transferors) and EchoStar Communications Corp. (a Delaware Corp.) (Transferee)*, 17 F.C.C.R. 20559, 20574 (2002); *Application of WorldCom, Inc. and MCI Communications Corp.*, 13 F.C.C.R. 18025, 18030-32 (1998); *Merger of MCI Communications Corporation and British Telecommunications plc*, 12 F.C.C.R. 15351, 15367-68 (1997).

<sup>6</sup> See *Applications of Tele-Communications, Inc. and AT&T Corp.*, 14 F.C.C.R. 3160, 3170 (1999); *Ameritech-SBC Order*, 14 F.C.C.R. at 14740-41.

<sup>7</sup> The Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anti-competitive effects. The Commission stated in *Applications of Southern New England Telecomm. Corp. and SBC Communications Inc.*, 13 F.C.C.R. 21292, 21315 (1998), that, in the absence of anti-competitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Pacific Telesis merger, where it found that the merger would not reduce competition and that SBC possessed the requisite qualifications to control the licenses in question, “[a]

The transfers of control proposed herein will not result in any violation of the Act or any other applicable statutory provision. Moreover, the proposed transaction fully complies with all Commission rules and regulations and does not require any waivers. Because the PCS licenses involved in the spectrum exchange were originally awarded through competitive bidding more than three years ago, the reporting requirements contained in Section 1.2111(a) do not apply.<sup>8</sup>

Although the transaction involves certain C- and F-Block PCS licenses originally set aside for and obtained by designated entities utilizing bidding credits and installment payment financing, the licenses were awarded through auction more than five years ago and the relevant construction requirements have been satisfied.<sup>9</sup> Further, all applicable unjust enrichment provisions have been satisfied in connection with previous transfers consented to by the Commission to a non-designated entity.<sup>10</sup> Accordingly, the licenses are freely transferable, there are no outstanding debts owed to the Commission for these particular licenses, and these licenses are no longer subject to the Commission's unjust enrichment provisions.

In addition, the transaction is pro-competitive. With respect to Triton, while the Multi-Area Licenses to-be-transferred will overlap with other CMRS spectrum that is leased by Triton in two of the seven BTAs involved, Triton's total spectrum holdings as a result of the transaction will not exceed 35 MHz in any of the given markets.<sup>11</sup> Furthermore, consenting to the transaction will allow Triton to permanently enter several markets as a facilities-based provider for the first time, while Cingular will continue to provide facilities-based service in the subject BTAs.<sup>12</sup> Accordingly, the proposed transfer of control to Triton will only increase, not decrease,

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demonstration that benefits will arise from the transfer is not . . . a prerequisite to our approval, provided that no foreseeable adverse consequences will result from the transfer." *Applications of Pacific Telesis Group and SBC Communications Inc.*, 12 F.C.C.R. 2624, 2626-27 (1997); see also *Comcast Cellular Holdings, Inc. and SBC Communications, Inc.*, 14 F.C.C.R. 10604, 10608-09 (WTB 1999).

<sup>8</sup> See 47 C.F.R. § 1.2111(a).

<sup>9</sup> See 47 C.F.R. § 24.839(a)(1)(6).

<sup>10</sup> See *Public Notice*, Report No. 1492 (rel. May 7, 2003) (granting ULS File No. 0001150113, Stations WPOK627 and WPOK639); *Public Notice*, Report No. 1467 (rel. Apr. 9, 2003) (granting ULS File No. 0001139259, Station KNLG202); *Public Notice*, Report No. 1290 (rel. Sept. 18, 2002) (granting ULS File No. 0000923463, Stations WPWL459, WPWL460, and WPWL462); *Public Notice*, DA 02-2313 (rel. Sept. 18, 2002) (granting ULS File No. 0000924075, Stations WPOK644 and WPOK660); *Public Notice*, Report No. 1200 (rel. June 5, 2002) (announcing consummation of ULS File No. 0000702301, Stations WPUZ357 and WPUZ358); *Public Notice*, "Wireless Telecommunications Bureau and International Bureau Grant Consent for Transfer of Control or Assignment of Licenses from Telecorp PCS, Inc. to AT&T Wireless Services, Inc.," WT Docket No. 01-315 (WTB/IB rel. Feb. 12, 2002) (granting ULS File No. 0000634850, Stations WPOJ825 and WPOJ806); See *Applications of Cook Inlet Region, Inc., Transferor, and VoiceStream Wireless Corporation, Transferee*, WT Docket No. 00-207, *Order*, 15 F.C.C.R. 24691 (2000) (granting ULS File No. 0000217007, Station KNLF986).

<sup>11</sup> See Attachment A. This number is well below the Commission's former CMRS spectrum cap. See 47 C.F.R. § 20.6.

<sup>12</sup> Triton currently does not have any spectrum holdings in five of the seven Basic Trading Areas (BTAs) involved: Burlington, NC (BTA062); Charlotte, NC (BTA074); Greensboro, NC (BTA174); Raleigh, NC (BTA368); and the U.S. Virgin Islands (BTA491). See Attachment A.

the level of competition in these BTAs. In addition, each of the BTAs associated with the Multi-Area Licenses will remain fully competitive following consummation of this transaction, with at least 5 to 9 authorized carriers, including Triton and Cingular.

With respect to Cingular, the Virginia Licenses to-be-transferred to Cingular will overlap with Cingular's CMRS spectrum holdings in ten of the eleven BTAs involved. The transaction will not cause a spectrum overlap for Cingular in the Roanoke, VA BTA (BTA376).<sup>13</sup> In two other BTAs, the overlap is minimal as Cingular only holds spectrum in a small portion of the counties that make up those BTAs, *e.g.*, the Norfolk, VA BTA (BTA324) (3 of 27 counties) and the Richmond, VA BTA (BTA374) (8 of 32 counties).<sup>14</sup> In these non-overlap areas, the license transfer to Cingular will not impact competition as the number of competitors will remain unchanged.<sup>15</sup>

In the overlap areas, Cingular's spectrum holdings in any given county will range between 30 MHz and 65 MHz as a result of the transaction in all but one BTA.<sup>16</sup> In all of the overlap areas, there will be no overall diminution in competition because a substantial number of competitors will remain.<sup>17</sup> Post-transaction, there will still be between 6 and 8 authorized carriers in the overlap areas. Even in the Fredericksburg, VA BTA (BTA156), where Cingular's post-transaction spectrum holdings will be 85 MHz, six other authorized carriers will remain in the market, *i.e.*, Verizon Wireless, T-Mobile, Sprint, Nextel, NTELOS, and Urban Communications.<sup>18</sup> These carriers include well-established national and regional operators

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<sup>13</sup> See Attachment B.

<sup>14</sup> *Id.*

<sup>15</sup> As noted previously, Triton has sold its assets and subscriber contracts in these markets and, accordingly, Triton is currently exiting the market in all of the licensed areas to-be-transferred. *But see infra* note 18.

<sup>16</sup> In the following three BTAs, Cingular's holding will range from 55-65 MHz: (i) 60 MHz throughout the Lynchburg, VA BTA (BTA266); (ii) 65 MHz in 2 of the 8 counties in the Charlottesville, VA BTA (BTA075); and (iii) 65 MHz throughout the Winchester, VA BTA (BTA479). See Attachment B. In the *AWS/Cingular Merger Order*, the Commission used 70 MHz as the threshold at which to subject markets with a level of spectrum aggregation exceeding what is present in the marketplace today to further review. *AWS/Cingular Merger Order* at ¶ 109.

<sup>17</sup> See Attachment B, Table 2.

<sup>18</sup> *Id.* At least two of these carriers have significant spectrum holdings in the Fredericksburg, VA BTA, *e.g.*, ALLTEL or Verizon Wireless (25 MHz, depending on the county) and Sprint (30 MHz). See, *e.g.*, *AWS/Cingular Merger Order* at ¶ 109 (noting that carriers are competing successfully with no more than 30 MHz of bandwidth). In addition, on October 28, 2004, Triton and Urban Comm – North Carolina, Inc. ("Urban Comm"), announced that they had reached an agreement, subject to bankruptcy court and government approvals, by which Triton will acquire the outstanding stock of Urban Comm. Urban Comm's assets include twenty FCC licenses. Eight of the licenses are in North Carolina, five are in South Carolina, and seven are in Virginia, which are 10 MHz F Block PCS licenses in the following BTAs: Charlottesville, VA; Fredericksburg, VA; Harrisonburg, VA; Martinsville, VA; Richmond-Petersburg, VA; Roanoke, VA; and Staunton-Waynesboro, VA. See [http://biz.yahoo.com/prnews/041028/phth006\\_1.html](http://biz.yahoo.com/prnews/041028/phth006_1.html). The FCC has also recently approved an application in which Triton will acquire 10 MHz of spectrum in the Danville, VA BTA. See ULS File No. 0001892336.

whose presence will ensure a high degree of competition “to constrain carrier conduct with regard to pricing and other terms and conditions.”<sup>19</sup>

The transaction will also yield other substantial public interest benefits. Grant of the applications will enable the parties to complement their existing spectrum holdings, decrease roaming costs as well as increase spectrum capacity in some existing markets. This will allow the parties to improve the quality of service in congested areas and decrease the costs of providing such service. In addition, a new facilities-based competitor will be added in those BTA market areas to be transferred where Triton currently holds no spectrum and Cingular will remain a competitor. The transaction will thus help fill out the national and regional coverage footprints of both Cingular and Triton and will provide customers in the area with an enhanced choice of both technology and service providers.

### **Conclusion**

Based on the foregoing, grant of the proposed transaction would serve the public interest. Accordingly, the Parties request that the Commission expeditiously approve the instant applications to implement this transaction.

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<sup>19</sup> See *AWS/Cingular Merger Order* at ¶¶ 191, 192 (finding that when competitors are reduced to two or fewer, market concentration “presents a significant likelihood of successful unilateral effects and/or coordinated interaction”).

ATTACHMENT A

TRITON PCS HOLDINGS, INC.  
SPECTRUM OVERLAPS – ESTIMATED COMPETITORS

- Commercial Mobile Radio Service Spectrum Interests of Triton PCS Holdings, Inc. (10% or Greater Owned) in Basic Trading Areas Where Spectrum is to be Acquired.<sup>1</sup>

BTA Name (BTA#)	County Name	State	MHz Before <sup>2</sup>	MHz After	MHz Total
Burlington, NC (BTA062)	Alamance	NC	0	20	20
Charlotte, NC (BTA074)	Anson	NC	0	20	20
Charlotte, NC (BTA074)	Cabarrus	NC	0	20	20
Charlotte, NC (BTA074)	Cleveland	NC	0	20	20
Charlotte, NC (BTA074)	Gaston	NC	0	20	20
Charlotte, NC (BTA074)	Iredell	NC	0	20	20
Charlotte, NC (BTA074)	Lincoln	NC	0	20	20
Charlotte, NC (BTA074)	Mecklenburg	NC	0	20	20
Charlotte, NC (BTA074)	Richmond	NC	0	20	20
Charlotte, NC (BTA074)	Rowan	NC	0	20	20
Charlotte, NC (BTA074)	Rutherford	NC	0	20	20
Charlotte, NC (BTA074)	Stanly	NC	0	20	20
Charlotte, NC (BTA074)	Union	NC	0	20	20
Charlotte, NC (BTA074)	Chester	SC	0	20	20
Charlotte, NC (BTA074)	Chesterfield	SC	0	20	20
Charlotte, NC (BTA074)	Lancaster	SC	0	20	20
Charlotte, NC (BTA074)	Marlboro	SC	0	20	20
Charlotte, NC (BTA074)	York	SC	0	20	20
Greensboro, NC (BTA174)	Alleghany	NC	0	20	20
Greensboro, NC (BTA174)	Ashe	NC	0	20	20
Greensboro, NC (BTA174)	Davidson	NC	0	20	20
Greensboro, NC (BTA174)	Davie	NC	0	20	20
Greensboro, NC (BTA174)	Forsyth	NC	0	20	20
Greensboro, NC (BTA174)	Guilford	NC	0	20	20
Greensboro, NC (BTA174)	Montgomery	NC	0	20	20
Greensboro, NC (BTA174)	Randolph	NC	0	20	20

<sup>1</sup> See 47 C.F.R. 1.2112.

<sup>2</sup> With respect to the Puerto Rico BTAs only (BTA488 and BTA489), this column reflects spectrum leased pursuant to a separate spectrum manager lease between a subsidiary of Cingular and Triton. See ULS File No. 0001935829.




BTA Name (BTA#)	County Name	State	MHz Before <sup>2</sup>	MHz After	MHz Total
Greensboro, NC (BTA174)	Rockingham	NC	0	20	20
Greensboro, NC (BTA174)	Stokes	NC	0	20	20
Greensboro, NC (BTA174)	Surry	NC	0	20	20
Greensboro, NC (BTA174)	Watauga	NC	0	20	20
Greensboro, NC (BTA174)	Wilkes	NC	0	20	20
Greensboro, NC (BTA174)	Yadkin	NC	0	20	20
Raleigh, NC (BTA368)	Chatham	NC	0	20	20
Raleigh, NC (BTA368)	Durham	NC	0	20	20
Raleigh, NC (BTA368)	Franklin	NC	0	20	20
Raleigh, NC (BTA368)	Granville	NC	0	20	20
Raleigh, NC (BTA368)	Harnett	NC	0	20	20
Raleigh, NC (BTA368)	Johnston	NC	0	20	20
Raleigh, NC (BTA368)	Lee	NC	0	20	20
Raleigh, NC (BTA368)	Orange	NC	0	20	20
Raleigh, NC (BTA368)	Person	NC	0	20	20
Raleigh, NC (BTA368)	Vance	NC	0	20	20
Raleigh, NC (BTA368)	Wake	NC	0	20	20
Raleigh, NC (BTA368)	Warren	NC	0	20	20
San Juan, PR (BTA488)	Aguas Buenas	PR	10	25	35
San Juan, PR (BTA488)	Aibonito	PR	10	25	35
San Juan, PR (BTA488)	Arecibo	PR	10	25	35
San Juan, PR (BTA488)	Barceloneta	PR	10	25	35
San Juan, PR (BTA488)	Barranquitas	PR	10	25	35
San Juan, PR (BTA488)	Bayamon	PR	10	25	35
San Juan, PR (BTA488)	Caguas	PR	10	25	35
San Juan, PR (BTA488)	Camuy	PR	10	25	35
San Juan, PR (BTA488)	Canovanas	PR	10	25	35
San Juan, PR (BTA488)	Carolina	PR	10	25	35
San Juan, PR (BTA488)	Catano	PR	10	25	35
San Juan, PR (BTA488)	Cayey	PR	10	25	35
San Juan, PR (BTA488)	Ceiba	PR	10	25	35
San Juan, PR (BTA488)	Ciales	PR	10	25	35
San Juan, PR (BTA488)	Cidra	PR	10	25	35
San Juan, PR (BTA488)	Comerio	PR	10	25	35
San Juan, PR (BTA488)	Corozal	PR	10	25	35
San Juan, PR (BTA488)	Culebra	PR	10	25	35
San Juan, PR (BTA488)	Dorado	PR	10	25	35
San Juan, PR (BTA488)	Fajardo	PR	10	25	35
San Juan, PR (BTA488)	Florida	PR	10	25	35
San Juan, PR (BTA488)	Guaynabo	PR	10	25	35
San Juan, PR (BTA488)	Gurabo	PR	10	25	35

BTA Name (BTA#)	County Name	State	MHz Before <sup>2</sup>	MHz After	MHz Total
San Juan, PR (BTA488)	Hatillo	PR	10	25	35
San Juan, PR (BTA488)	Humacao	PR	10	25	35
San Juan, PR (BTA488)	Juncos	PR	10	25	35
San Juan, PR (BTA488)	Lares	PR	10	25	35
San Juan, PR (BTA488)	Las Piedras	PR	10	25	35
San Juan, PR (BTA488)	Loiza	PR	10	25	35
San Juan, PR (BTA488)	Luquillo	PR	10	25	35
San Juan, PR (BTA488)	Manati	PR	10	25	35
San Juan, PR (BTA488)	Morovis	PR	10	25	35
San Juan, PR (BTA488)	Naguabo	PR	10	25	35
San Juan, PR (BTA488)	Naranjito	PR	10	25	35
San Juan, PR (BTA488)	Orocovis	PR	10	25	35
San Juan, PR (BTA488)	Rio Grande	PR	10	25	35
San Juan, PR (BTA488)	San Juan	PR	10	25	35
San Juan, PR (BTA488)	San Lorenzo	PR	10	25	35
San Juan, PR (BTA488)	San Sebastian	PR	10	25	35
San Juan, PR (BTA488)	Toa Alta	PR	10	25	35
San Juan, PR (BTA488)	Toa Baja	PR	10	25	35
San Juan, PR (BTA488)	Trujillo Alto	PR	10	25	35
San Juan, PR (BTA488)	Utua	PR	10	25	35
San Juan, PR (BTA488)	Vega Alta	PR	10	25	35
San Juan, PR (BTA488)	Vega Baja	PR	10	25	35
San Juan, PR (BTA488)	Vieques	PR	10	25	35
San Juan, PR (BTA488)	Yabucoa	PR	10	25	35
Mayaguez, PR (BTA489)	Adjuntas	PR	10	25	35
Mayaguez, PR (BTA489)	Aguada	PR	10	25	35
Mayaguez, PR (BTA489)	Aguadillia	PR	10	25	35
Mayaguez, PR (BTA489)	Anasco	PR	10	25	35
Mayaguez, PR (BTA489)	Arroyo	PR	10	25	35
Mayaguez, PR (BTA489)	Cabo Rojo	PR	10	25	35
Mayaguez, PR (BTA489)	Coamo	PR	10	25	35
Mayaguez, PR (BTA489)	Guanica	PR	10	25	35
Mayaguez, PR (BTA489)	Guayama	PR	10	25	35
Mayaguez, PR (BTA489)	Guayanilla	PR	10	25	35
Mayaguez, PR (BTA489)	Hormigueros	PR	10	25	35
Mayaguez, PR (BTA489)	Isabela	PR	10	25	35
Mayaguez, PR (BTA489)	Jayuya	PR	10	25	35
Mayaguez, PR (BTA489)	Juana Diaz	PR	10	25	35
Mayaguez, PR (BTA489)	Lajas	PR	10	25	35
Mayaguez, PR (BTA489)	Las Marias	PR	10	25	35
Mayaguez, PR (BTA489)	Maricao	PR	10	25	35

BTA Name (BTA#)	County Name	State	MHz Before	MHz After	MHz Total
Mayaguez, PR (BTA489)	Maunabo	PR	10	25	35
Mayaguez, PR (BTA489)	Mayaguez	PR	10	25	35
Mayaguez, PR (BTA489)	Moca	PR	10	25	35
Mayaguez, PR (BTA489)	Patillas	PR	10	25	35
Mayaguez, PR (BTA489)	Penuelas	PR	10	25	35
Mayaguez, PR (BTA489)	Ponce	PR	10	25	35
Mayaguez, PR (BTA489)	Quebradillas	PR	10	25	35
Mayaguez, PR (BTA489)	Rincon	PR	10	25	35
Mayaguez, PR (BTA489)	Sabana Grande	PR	10	25	35
Mayaguez, PR (BTA489)	Salinas	PR	10	25	35
Mayaguez, PR (BTA489)	San German	PR	10	25	35
Mayaguez, PR (BTA489)	Santa Isabel	PR	10	25	35
Mayaguez, PR (BTA489)	Villalba	PR	10	25	35
Mayaguez, PR (BTA489)	Yauco	PR	10	25	35
U.S. Virgin Islands (BTA491)	St. Croix	VI	0	27.5	27.5
U.S. Virgin Islands (BTA491)	St. John	VI	0	27.5	27.5
U.S. Virgin Islands (BTA491)	St. Thomas	VI	0	27.5	27.5

- Wireless Competitors in Markets Where Spectrum is to be Acquired.<sup>3</sup>

 Constructed Facilities<sup>4</sup>

BTA Name (BTA#)	Cellular Block A	Cellular Block B	PCS Block A	PCS Block B	PCS Block C	PCS Block D	PCS Block E	PCS Block F	ESMR
Burlington, NC (BTA062)	Cellco (V)	Raleigh MSA (A)	NCWPCS (C)	BellSouth (C)	Urban Comm	SprintCom (S)	Alltel Comm. (A)	Cellco (V)	Nextel
Charlotte, NC (BTA074)	Cellco (V) USCOC SC (U)	Alltel Comm. (A) NC RSA #4 (U) NC RSA #5 (A) NC RSA #15 (A) SC RSA #4 (A) SC RSA #3 (A) SC RSA #9 (A)	NCWPCS (C) WirelessCo (S)	BellSouth (C) Carolina PC		SprintCom (S)	Alltel Comm. (A)	Cricket (L)	Nextel
Greensboro, NC (BTA174)	Cellco (V) NC-2 LLC (V) NC RSA #4 (U) USCOC NC (U)	Alltel Comm. (A) NC RSA 3 NC RSA #15 (A)	NCWPCS (C) WirelessCo (S)	BellSouth (C)		SprintCom (S)	Alltel Comm. (A)	Cricket (L)	Nextel
Raleigh, NC (BTA368)	Cellco (V) NC RSA 6 (U) NC RSA 9 (U) USCOC NC (U)	Alltel Comm. (A) Raleigh MSA (A)	NCWPCS (C) WirelessCo (S)	BellSouth (C)	Urban Comm	SprintCom (S)	Alltel Comm. (A)	ComSeape	Nextel
San Juan, PR (BTA488)	CCPR Svcs (C) San Juan Cel	PR Telco	TeleCorp (C) WirelessCo (S)	Centennial	NewComm TeleCorp (C)	SprintCom (S)	PR Telco	CCPR Paging (C)	
Mayaguez, PR (BTA489)	CCPR Svcs (C) San Juan Cel	PR Telco	TeleCorp (C) WirelessCo (S)	Centennial	NewComm TeleCorp (C)	SprintCom (S)	PR Telco	CCPR Paging (C)	
U.S. Virgin Islands (BTA491)	CCPR VI (C)	Vitelcom	NCWPCS (C) WirelessCo (S)	Centennial	OPM Auction	SprintCom (S)	Innovative		

Suffix Key (Licensee is 50% or More Owned by the Entity Indicated)

(A) = ALLTEL  
(C) = Cingular Wireless  
(L) = Leap Wireless  
(S) = Sprint  
(T) = T-Mobile  
(U) = U.S. Cellular  
(V) = Verizon Wireless

<sup>3</sup> Major Trading Areas (MTAs) (used for assigning PCS A & B licenses) and Metropolitan Statistical Areas (MSAs) and Rural Service Areas (RSAs) (used for assigning Cellular A & B licenses) do not coincide exactly with BTAs, therefore licenses assigned via MTA, MSA, or RSA may be noted in multiple BTAs. As a result, the licenses listed under cellular block (A or B) do not compete against other cellular licenses in their block, rather each is licensed to serve a separate geographic region of the pertinent BTA and competes against the other cellular, ESMR and operating PCS carriers in the BTA.

<sup>4</sup> Denotes (as of October 12, 2004) active cellular licenses granted more than 18 months ago, active PCS licenses for which a construction notification has been filed, and other sources of publicly-available information; carriers that have completed construction may not have subscribers, and carriers that are operating may not have filed construction notices. In instances where there are multiple carriers within a license block in a particular BTA, the block is shaded if any of the carriers satisfy the criteria in the preceding sentence. This chart lists licensed, facilities-based terrestrial carriers only, and does not include resellers or satellite service providers.

ATTACHMENT B

CINGULAR WIRELESS LLC  
SPECTRUM OVERLAPS – ESTIMATED COMPETITORS

- Commercial Mobile Radio Service Spectrum Interests of Cingular Wireless LLC and its affiliates (10% or Greater Owned) in Basic Trading Areas Where Spectrum is to be Acquired.<sup>1</sup>

BTA Name (BTA#)	County Name	State	MHz Before	MHz After	MHz Total
Charlottesville, VA (BTA075)	Albemarle	VA	10	30	40
Charlottesville, VA (BTA075)	Buckingham	VA	10	30	40
Charlottesville, VA (BTA075)	Fluvanna	VA	10	30	40
Charlottesville, VA (BTA075)	Greene	VA	10	30	40
Charlottesville, VA (BTA075)	Madison	VA	35	30	65
Charlottesville, VA (BTA075)	Nelson	VA	10	30	40
Charlottesville, VA (BTA075)	Orange	VA	35	30	65
Charlottesville, VA (BTA075)	Charlottesville City	VA	10	30	40
Danville, VA (BTA104)	Caswell	NC	10	40	50
Danville, VA (BTA104)	Halifax	VA	10	40	50
Danville, VA (BTA104)	Pittsylvania	VA	10	40	50
Danville, VA (BTA104)	Danville City	VA	10	40	50
Danville, VA (BTA104)	South Boston City	VA	10	40	50
Fredericksburg, VA (BTA156)	Caroline	VA	35	50	85
Fredericksburg, VA (BTA156)	King George	VA	35	50	85
Fredericksburg, VA (BTA156)	Spotsylvania	VA	35	50	85
Fredericksburg, VA (BTA156)	Westmoreland	VA	35	50	85
Fredericksburg, VA (BTA156)	Fredericksburg City	VA	35	50	85
Harrisonburg, VA (BTA183)	Page	VA	35	20	55
Harrisonburg, VA (BTA183)	Rockingham	VA	10	20	30
Harrisonburg, VA (BTA183)	Harrisonburg City	VA	10	20	30
Harrisonburg, VA (BTA183)	Hardy	WV	35	20	55
Harrisonburg, VA (BTA183)	Pendleton	WV	35	20	55
Lynchburg, VA (BTA266)	Amherst	VA	10	50	60
Lynchburg, VA (BTA266)	Appomattox	VA	10	50	60
Lynchburg, VA (BTA266)	Campbell	VA	10	50	60
Lynchburg, VA (BTA266)	Lynchburg City	VA	10	50	60
Martinsville, VA (BTA284)	Henry	VA	10	35	45

<sup>1</sup> See 47 C.F.R. 1.2112. Cingular's SMR holdings were not included in this analysis due to a waiver excluding these holdings, which do not exceed 1.5 MHz in any given area, from the former spectrum cap provisions. See *Cingular Wireless LLC*, 16 F.C.C.R. 17564 (2001). Moreover, Cingular's SMR holdings are the subject of a pending application to transfer control to a third party. See Public Notice, Report No. 1980 (rel. Nov. 3, 2004) (ULS File No. 0001895549).


BTA Name (BTA#)	County Name	State	MHz Before	MHz After	MHz Total
Martinsville, VA (BTA284)	Patrick	VA	10	35	45
Martinsville, VA (BTA284)	Martinsville City	VA	10	35	45
Norfolk, VA (BTA324)	Camden	NC	0	30	30
Norfolk, VA (BTA324)	Chowan	NC	0	30	30
Norfolk, VA (BTA324)	Currituck	NC	0	30	30
Norfolk, VA (BTA324)	Dare	NC	0	30	30
Norfolk, VA (BTA324)	Gates	NC	0	30	30
Norfolk, VA (BTA324)	Hertford	NC	0	30	30
Norfolk, VA (BTA324)	Pasquotank	NC	0	30	30
Norfolk, VA (BTA324)	Perquimans	NC	0	30	30
Norfolk, VA (BTA324)	Accomack	VA	25	30	55
Norfolk, VA (BTA324)	Gloucester	VA	0	30	30
Norfolk, VA (BTA324)	Isle of Wight	VA	0	30	30
Norfolk, VA (BTA324)	James City	VA	0	30	30
Norfolk, VA (BTA324)	Mathews	VA	25	30	55
Norfolk, VA (BTA324)	Northampton	VA	25	30	55
Norfolk, VA (BTA324)	Southampton	VA	0	30	30
Norfolk, VA (BTA324)	Surry	VA	0	30	30
Norfolk, VA (BTA324)	York	VA	0	30	30
Norfolk, VA (BTA324)	Chesapeake City	VA	0	30	30
Norfolk, VA (BTA324)	Franklin City	VA	0	30	30
Norfolk, VA (BTA324)	Hampton City	VA	0	30	30
Norfolk, VA (BTA324)	Newport News City	VA	0	30	30
Norfolk, VA (BTA324)	Norfolk City	VA	0	30	30
Norfolk, VA (BTA324)	Poquoson City	VA	0	30	30
Norfolk, VA (BTA324)	Portsmouth City	VA	0	30	30
Norfolk, VA (BTA324)	Suffolk City	VA	0	30	30
Norfolk, VA (BTA324)	Virginia Beach City	VA	0	30	30
Norfolk, VA (BTA324)	Williamsburg City	VA	0	30	30
Richmond, VA (BTA374)	Amelia	VA	0	30	30
Richmond, VA (BTA374)	Brunswick	VA	0	30	30
Richmond, VA (BTA374)	Charles City	VA	0	30	30
Richmond, VA (BTA374)	Charlotte	VA	0	30	30
Richmond, VA (BTA374)	Chesterfield	VA	0	30	30
Richmond, VA (BTA374)	Cumberland	VA	0	30	30
Richmond, VA (BTA374)	Dinwiddie	VA	0	30	30
Richmond, VA (BTA374)	Essex	VA	25	30	55
Richmond, VA (BTA374)	Goochland	VA	0	30	30
Richmond, VA (BTA374)	Greensville	VA	0	30	30
Richmond, VA (BTA374)	Hanover	VA	0	30	30
Richmond, VA (BTA374)	Henrico	VA	0	30	30

BTA Name (BTA#)	County Name	State	MHz Before	MHz After	MHz Total
Richmond, VA (BTA374)	King and Queen	VA	25	30	55
Richmond, VA (BTA374)	King William	VA	25	30	55
Richmond, VA (BTA374)	Lancaster	VA	25	30	55
Richmond, VA (BTA374)	Louisa	VA	25	30	55
Richmond, VA (BTA374)	Lunenburg	VA	0	30	30
Richmond, VA (BTA374)	Mecklenburg	VA	0	30	30
Richmond, VA (BTA374)	Middlesex	VA	25	30	55
Richmond, VA (BTA374)	New Kent	VA	0	30	30
Richmond, VA (BTA374)	Northumberland	VA	25	30	55
Richmond, VA (BTA374)	Nottoway	VA	0	30	30
Richmond, VA (BTA374)	Powhatan	VA	0	30	30
Richmond, VA (BTA374)	Prince Edward	VA	0	30	30
Richmond, VA (BTA374)	Prince George	VA	0	30	30
Richmond, VA (BTA374)	Richmond	VA	25	30	55
Richmond, VA (BTA374)	Sussex	VA	0	30	30
Richmond, VA (BTA374)	Colonial Heights City	VA	0	30	30
Richmond, VA (BTA374)	Emporia City	VA	0	30	30
Richmond, VA (BTA374)	Hopewell City	VA	0	30	30
Richmond, VA (BTA374)	Petersburg City	VA	0	30	30
Richmond, VA (BTA374)	Richmond City	VA	0	30	30
Roanoke, VA (BTA376)	Alleghany	VA	0	30	30
Roanoke, VA (BTA376)	Bath	VA	0	30	30
Roanoke, VA (BTA376)	Bedford	VA	0	30	30
Roanoke, VA (BTA376)	Botetourt	VA	0	30	30
Roanoke, VA (BTA376)	Carroll	VA	0	30	30
Roanoke, VA (BTA376)	Craig	VA	0	30	30
Roanoke, VA (BTA376)	Floyd	VA	0	30	30
Roanoke, VA (BTA376)	Franklin	VA	0	30	30
Roanoke, VA (BTA376)	Giles	VA	0	30	30
Roanoke, VA (BTA376)	Grayson	VA	0	30	30
Roanoke, VA (BTA376)	Montgomery	VA	0	30	30
Roanoke, VA (BTA376)	Pulaski	VA	0	30	30
Roanoke, VA (BTA376)	Roanoke	VA	0	30	30
Roanoke, VA (BTA376)	Rockbridge	VA	0	30	30
Roanoke, VA (BTA376)	Wythe	VA	0	30	30
Roanoke, VA (BTA376)	Bedford City	VA	0	30	30
Roanoke, VA (BTA376)	Buena Vista City	VA	0	30	30
Roanoke, VA (BTA376)	Clifton Forge City	VA	0	30	30
Roanoke, VA (BTA376)	Covington City	VA	0	30	30
Roanoke, VA (BTA376)	Galax City	VA	0	30	30
Roanoke, VA (BTA376)	Lexington City	VA	0	30	30

BTA Name (BTA#)	County Name	State	MHz Before	MHz After	MHz Total
Roanoke, VA (BTA376)	Radford City	VA	0	30	30
Roanoke, VA (BTA376)	Roanoke City	VA	0	30	30
Roanoke, VA (BTA376)	Salem City	VA	0	30	30
Staunton, VA (BTA430)	Augusta	VA	10	35	45
Staunton, VA (BTA430)	Highland	VA	10	35	45
Staunton, VA (BTA430)	Staunton City	VA	10	35	45
Staunton, VA (BTA430)	Waynesboro City	VA	10	35	45
Winchester, VA (BTA479)	Clarke	VA	35	30	65
Winchester, VA (BTA479)	Frederick	VA	35	30	65
Winchester, VA (BTA479)	Shenandoah	VA	35	30	65
Winchester, VA (BTA479)	Warren	VA	35	30	65
Winchester, VA (BTA479)	Winchester City	VA	35	30	65



- Wireless Competitors in Markets Where Spectrum is to be Acquired.<sup>2</sup>

 Constructed Facilities<sup>3</sup>

BTA Name (BTA#)	Cellular Block A	Cellular Block B	PCS Block A	PCS Block B	PCS Block C	PCS Block D	PCS Block E	PCS Block F	ESMR
Charlottesville, VA (BTA075)	Charlottesville (U) SW Bell Mobile (C) VA Cel. VA RSA #7 (U)	Alltel VA (A) Alltel VA #1 (A) Cellco (V) WDC SMSA (V)	APC PCS (S)	NCW PCS (C) Triton PCS	Triton PCS VA PCS All	OmniPoint (T)	OmniPoint (T)	Urban Comm	Nextel
Danville, VA (BTA104)	Danville Cell. USCOC NC 7 (U) VA RSA #7 (U)	Alltel VA (A) Alltel VA #1 (A) Cellco (V)	NCW PCS (C) Triton PCS	VA PCS All	Lafayette Triton	SprintCom (S)	VSTR (T)		Nextel
Fredericksburg, VA (BTA156)	SW Bell M. (C)	Alltel VA #1 (A) Cellco Part. (V) WDC SMSA (V)	APC PCS (S)	NCW PCS (C) Triton PCS	Triton PCS	OmniPoint (T)	NTEL05	Urban Comm	Nextel
Harrisonburg, VA (BTA183)	SW Bell Mobile (C) VA Cel.	Alltel VA #1 (A) Hardy Cel. (U) S. & Cent. (V) VA 10 RSA (V) WDC SMSA (V)	APC PCS (S)	NCW PCS (C) Triton PCS	Cook Inlet (T) OmniPoint (T)	VA PCS All	VA PCS All	Urban Comm	Nextel
Lynchburg, VA (BTA266)	USCOC VA 2 (U)	Alltel VA #1 (A)	Triton PCS NCWPCS (C)	VA PCS All VZW PC (V)	Triton PCS	SprintCom (S)	VSTR (T)		Nextel
Martinsville, VA (BTA284)	USCOC VA 3 (U) VA RSA #4	Alltel VA #1 (A) Cellco (V)	NCWPCS (C) Triton PCS	VA PCS All	Triton PCS	SprintCom (S)	VSTR (T)	Urban Comm	Nextel
Norfolk, VA (BTA324)	Alltel Com. (A) Alltel VA #1 (A) NC RSA #9 (U) SW Bell M. (C)	Alltel Com. (A) Cellco Part. (V) WDC SMSA (V)	Triton PCS	Richmond 20 VZW PC (V)		SprintCom (S)	VSTR (T)	VSTR (T)	Nextel
Richmond, VA (BTA374)	Alltel VA #1 (A) Petersburg Cel. (A) RCTC (A) SW Bell M. (C) VA RSA #7 (U)	Alltel VA #1 (A) Cellco Part. (V) WDC SMSA (V)	Triton PCS	Richmond 20 VA PCS All VZW PC (V)		SprintCom (S)	VSTR (T)	Urban Comm	Nextel
Roanoke, VA (BTA376)	Highland USCOC VA #2 (U) USCOC VA #3 (U) VA RSA #4	Alltel VA #1 (A) Cellco (V) VA RSA #2 (A) VA RSA 5	Triton PCS	VA PCS All		SprintCom (S)	OmniPoint (T)	Urban Comm	Nextel
Staunton, VA (BTA430)	VA Cellular	Alltel VA #1 S & Cent. (V)	NCWPCS (C) Triton PCS	VA PCS All	Triton PCS	SprintCom (S)	VSTR (T)	Urban Comm	Nextel
Winchester, VA (BTA479)	SW Bell Mobile (C)	VA 10 RSA (V) WDC SMSA (V)	APC PCS (S)	NCW PCS (C) Triton PCS	Triton PCS VA PCS All	VSTR (T)	VSTR (T)	VA Cellular	Nextel

<sup>2</sup> Major Trading Areas (MTAs) (used for assigning PCS A & B licenses) and Metropolitan Statistical Areas (MSAs) and Rural Service Areas (RSAs) (used for assigning Cellular A & B licenses) do not coincide exactly with BTAs, therefore licenses assigned via MTA, MSA, or RSA may be noted in multiple BTAs. As a result, the licenses listed under cellular block (A or B) do not compete against other cellular licenses in their block, rather each is licensed to serve a separate geographic region of the pertinent BTA and competes against the other cellular, ESMR and operating PCS carriers in the BTA.

<sup>3</sup> Denotes (as of October 12, 2004) active cellular licenses granted more than 18 months ago, active PCS licenses for which a construction notification has been filed, and other sources of publicly-available information; carriers that have completed construction may not have subscribers, and carriers that are operating may not have filed construction notices. In instances where there are multiple carriers within a license block in a particular BTA, the block is shaded if any of the carriers satisfy the criteria in the preceding sentence. This chart lists licensed, facilities-based terrestrial carriers only, and does not include resellers or satellite service providers.

Suffix Key (Licensee is 50% or More Owned by the Entity Indicated)

- (A) = ALLTEL
- (C) = Cingular Wireless
- (S) = Sprint
- (T) = T-Mobile
- (U) = U.S. Cellular
- (V) = Verizon Wireless